

October 03, 2009

CLERK, U.S. BANKRUPTCY COURT  
EASTERN DISTRICT OF CALIFORNIA

0002127840

**2 Pages**

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Chapter 11 Trustee

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF CALIFORNIA  
SACRAMENTO DIVISION

In re:

**SK FOODS, L.P., a California  
limited partnership, et al.,**

Debtors.

Case No. 09-29162-D-11

Chapter 11

DC No: SH-14

Case No. 09-29161-D-11

Chapter 11

DC No.: SH-14

In re :

**RHM INDUSTRIAL/SPECIALTY  
FOODS, INC., a California  
Corporation, d/b/a Colusa County  
Canning Co.,**

Debtor.

**ORDER GRANTING MOTION FOR  
APPROVAL OF EMPLOYEE  
INCENTIVE PLAN, CONSULTING  
AGREEMENTS, EMPLOYMENT  
AGREEMENT AND RELATED  
PAYMENTS PURSUANT TO 11 U.S.C.  
§363**

**Date: September 2, 2009  
Time: 10:00 am  
Judge: Hon. Robert. S. Bardwil  
Location: 501 I Street, Dept. 54  
Sacramento, CA**

The Chapter 11 Trustee's Motion for Approval of Employee Incentive Plan,  
Consulting Agreements, Employment Agreement and Related Payments Pursuant to 11 U.S.C. §  
363 ("Motion") came duly on for hearing at the above noted date and time. Kevin W. Coleman  
of Schnader Harrison Segal & Lewis LLP appeared on behalf of the Trustee. Other appearances

SCNADER HARRISON SEGAL & LEWIS LLP  
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ORDER ON MOTION FOR APPROVAL OF KEY EMPLOYEE INCENTIVE PLAN

are as noted on the record. Upon due consideration of the Motion, the supporting declaration of Bradley D. Sharp, and the arguments of counsel at the hearing, the Court finds that notice of the Motion is appropriate under LBR 9014-1(f)(2), and for good cause appearing

IT IS HEREBY ORDERED that:

1. The Motion is GRANTED.

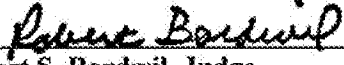
2. The Incentive Plan, the Consulting Agreements, and the Employment Agreement (as those terms are respectively defined in the Motion) are approved.

3. The Trustee is authorized to make the payments to the counter-parties subject to and in accordance with the terms and conditions of the Incentive Plan, the Consulting Agreements, and the Employment Agreement.

4. The payments made by the Trustee to the counter-parties under the Incentive Plan, the Consulting Agreements, and the Employment Agreement constitute payments made under a Key Employee Incentive Plan ("KEIP").

5. The Trustee shall provide Chase Equipment Finance, Inc. with an accounting of the expenses referred to in Paragraph 3 of that certain Agreement re Purchase of Equipment and Allocation of Proceeds of Sale dated as of June 19, 2009, promptly after those expenses have been fixed.

**Dated:** October 03, 2009

  
Robert S. Bardwil, Judge  
United States Bankruptcy Court

By: /s/ Brent C. Gardner  
Brent C. Gardner  
Attorneys for Chase Equipment Finance, Inc.

CHAPMAN & CUTLER LLP

By: /s/ James E. Spiotto  
James E. Spiotto  
Attorneys for Bank of Montreal